IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

) Re: Docket No. 1478
Debtors.) (Jointly Administered)
FRANCHISE GROUP, INC., et al., 1) Case No. 24-12480 (LSS)
In re:) Chapter 11

ORDER APPROVING STIPULATION AND AGREED ORDER RELATING TO THE WITHDRAWAL OF PROOFS OF CLAIMS OF THE CLAIMANTS AND (II) THE CLAIMS OBJECTION

Upon consideration of the Certification of Counsel Regarding Stipulation and Agreed Order Relating to the Withdrawal of Proofs of Claim of the Claimants and (II) the Claims Objection (the "Stipulation"),² by and between the above-captioned debtors and debtors in

The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Stipulated Withdrawal or the Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates [Docket No. 1454], as applicable.

possession (collectively, the "<u>Debtors</u>") and Matthew Avril, Cynthia Dubin, and Thomas Herskovits (collectively, the "<u>Claimants</u>," and together with the Debtors, the "<u>Parties</u>"), attached to this order (this "<u>Order</u>") as <u>Exhibit 1</u>; all as more fully set forth in the Stipulation; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Stipulation in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

- 1. The Stipulated Withdrawal is approved in its entirety and shall be effective immediately upon entry of this Order.
- 2. The Claimants' Proofs of Claims shall be deemed withdrawn with prejudice and expunged from the Claims Register without need for any further action by or notice to any party; provided, however, that for the avoidance of doubt, nothing in the Stipulated Withdrawal or this Order shall be deemed a withdrawal of any other Proofs of Claims asserted by the Claimants in the Chapter 11 Cases of the Debtors other than TopCo; and any and all rights of the Debtors, the Reorganized Debtors, and the Claimants, as applicable, shall be preserved with respect to all of Claimants' claims other than Claim Nos. 1579, 1689, and 1733.
- 3. The Claims Objection shall be deemed withdrawn with respect to the Claimants' Proofs of Claim; *provided*, *however*, that for the avoidance of doubt, the Stipulated Withdrawal

Case 24-12480-LSS Doc 1561 Filed 05/27/25 Page 3 of 3

and this Order shall not be deemed a withdrawal of any other Proofs of Claims asserted by the

Claimants in the Chapter 11 Cases against any of the Debtors other than TopCo; provided further

that, the Debtors, the Reorganized Debtors, and the Claimants, as applicable, reserve all rights with

respect to all of Claimants' claims other than Claim Nos. 1579, 1689, and 1733.

4. The clerk of the Court and Kroll Restructuring Administration LLC, the Debtors'

noticing, claims, and solicitation agent, are hereby authorized to reflect the Stipulated Withdrawal

and this Order on the docket and the Claims Register for the Chapter 11 Case of TopCo.

Dated: May 27th, 2025 Wilmington, Delaware

ewe fiwastiin

3